



8th Floor, 100 University Avenue Toronto, Ontario M5J 2Y1 www.computershare.com

Security Class
Holder Account Number
Intermediary

Fold

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Voting Instruction Form ("VIF") - Annual General and Special Meeting to be held on Thursday, October 13, 2016

NON-REGISTERED (BENEFICIAL) SECURITYHOLDERS

- 1. We are sending you the enclosed proxy-related materials that relate to a meeting of the holders of the series or class of securities that are held on your behalf by the intermediary identified above. Unless you attend the meeting and vote in person, your securities can be voted only by management, as proxy holder of the registered holder, in accordance with your instructions.
- We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions. In order for these securities to be voted at the meeting, it will be necessary for us to have your specific voting instructions. Please complete and return the information requested in this VIF to provide your voting instructions to us promptly.
- 3. If you want to attend the meeting and vote in person, please write your name in the place provided for that purpose in this form. You can also write the name of someone else whom you wish to attend the meeting and vote on your behalf. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the meeting and vote on all matters that are presented at the meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require help, please contact the Registered Representative who services your account.
- 4. This VIF should be signed by you in the exact manner as your name appears on the VIF. If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.
- 5. If this VIF is not dated, it will be deemed to bear the date on which it is mailed by management to you.
- 6. When properly signed and delivered, securities represented by this VIF will be voted as directed by you, however, if such a direction is not made in respect of any matter, the VIF will direct the voting of the securities to be made as recommended in the documentation provided by Management for the meeting.
- 7. This VIF confers discretionary authority on the appointee to vote as the appointee sees fit in respect of amendments or variations to matters identified in the notice of meeting or other matters as may properly come before the meeting or any adjournment thereof.
- 8. Your voting instructions will be recorded on receipt of the VIF.
- 9. By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.
- 10. If you have any questions regarding the enclosed documents, please contact the Registered Representative who services your account.
- 11. This VIF should be read in conjunction with the information circular and other proxy materials provided by Management.

VIFs submitted must be received by 9:30 a.m., Eastern Standard Time, on Tuesday, October 11, 2016

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



Call the number listed BELOW from a touch tone telephone.

1-866-734-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site: www.investorvote.com
- Smartphone?
 Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this VIF.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may choose an appointee other than the Management appointees named on the reverse of this VIF. Instead of mailing this VIF, you may choose one of the two voting methods outlined above to vote this VIF.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER

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Appointee(s)

I/We being holder(s) of **Critical Outcome Technologies Inc.** hereby appoint(s): **John Drake**, Chairman of the Company, or failing him, **Dr. Wayne Danter**, the Chief Executive Officer, or failing him, **Alison Silva**, the President of the Company

OR

If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space (see Note #3 on reverse).

as my/our appointee to attend, act and to vote in accordance with the following direction (or if no directions have been given, as the appointee sees fit) and all other matters that may properly come before the **Annual General and Special Meeting** of securityholders of **Critical Outcome Technologies Inc.** to be held at Windermere Manor Hotel and Conference Centre, North Meeting Room, 200 Collip Circle, London, Ontario N6G 4X1 on Thursday, October 13, 2016 at 9:30 a.m. Eastern Standard Time and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS AR	E INDICAT	ED BY 🎹	SHLIGHTED TEXT OVER TH	E BOXES.					
							For	Against	
1. Number of Directors									
To Set the Number of Directors at eigh	t (8).								
2. Election of Directors									
	For	Withhol	d	For	Withhold	I	For	Withhold	Fold
01. Douglas S. Alexander			02. Bharatt Chowrira			03. Wayne R. Danter			
04. John C. Drake			05. Bruno Maruzzo			06. David Sanderson			
07. Alison Silva			08. John Yoo						
							For	Withhold	
3. Appointment of Auditors Appointment of KPMG LLP as Auditor	s of the Cor	poration fo	r the ensuing year and authorizir	ng the Directors to fix t	heir remun	eration.			
							For	Against	
4. Discretionary Share Conso	lidation	Proposa	l						
To authorize the directors to consolidat common share at their discretion as to						nmon shares for one post-consolidation	on L	Ш	
5. Organizational By-law Amo	endments	5							
To ratify and approve a number of ame	ndments to	the Corpora	ation's organizational by-law as r	more fully described at	section C.6	6 of the Management Information Circ	cular.	ш	
6. Shareholder Rights Plan A	mendme	nts							
To approve amendments to the Corporation's Shareholder Rights Plan as more fully described at section C.7 of the Management Information Circular.							Fold		
7. Stock Option Plan Amendments									
To approve amendments to the Corporation's Stock Option Plan as more fully described at section C.8 of the Management Information Circular.						ш	ш		
8. Stock Option Plan									
To approve the continuation of the Cor	ooration's ro	lling stock	option plan.						
Authorized Signature(s) - Thi instructions to be executed. If you are voting on behalf of a corpora provide documentation evidencing you	ation or anot	her individu	ual you may be required to	Signature(s)		Date	1 / DD /	YY	
Interim Financial Statements – Mark this b would like to receive Interim Financial Stater accompanying Management's Discussion ar by mail.	nents and		Annual Financial Statements would like to receive the Annual accompanying Management's D by mail.	Financial Statements and	d				

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If you are not mailing back your VIF, you may register online to receive the above financial report(s) by mail at www.computershare.com/mailinglist.

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